

MARSHALL & ILSLEY CORP/WI/  
Form DEFA14A  
April 07, 2006

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. \_\_\_\_)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

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Soliciting Material Pursuant to §240.14a-12

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**Marshall & Ilsley Corporation**

(Name of Registrant as Specified In Its Charter)

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N/A

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x

No fee required.

o

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate of transaction:
- 5) Total fee paid:

o

Fee paid previously with preliminary materials.

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

**MARSHALL & ILSLEY CORPORATION**

**770 North Water Street**

**Milwaukee, Wisconsin 53202**

***Supplement to Proxy Statement for 2006 Annual Meeting of***

***Shareholders to be held on April 25, 2006***

The following information supplements and amends the Proxy Statement of Marshall & Ilsley Corporation (the Company ) for the Annual Meeting of Shareholders of the Company to be held on Tuesday, April 25, 2006.

Malcolm M. Aslin, formerly the Chief Executive Officer of Gold Banc Corporation, Inc., joined the Board of Directors of the Company effective upon the closing of the Company's acquisition of Gold Banc on April 1, 2006. Mr. Aslin was appointed to the Board in accordance with the terms of the agreement and plan of merger relating to the transaction. Biographical and other information regarding Mr. Aslin may be found in the Proxy Statement under the headings Continuing Directors and Loans and Other Transactions with the Company.

In addition, effective April 3, 2006, Mark F. Furlong, President of the Company and a nominee to serve as a Class I director, was appointed as acting Chief Financial Officer of the Company. Mr. Furlong, who served as Chief Financial Officer of the Company from April 2001 to October 2004, will serve in that position until such time as the Company appoints his successor.

Finally, John W. Daniels, Jr. was inadvertently omitted from the list of independent directors of the Company on page 12 of the Proxy Statement under the heading Corporate Governance Matters Board of Directors. Mr. Daniels is an independent director under the standards described in the Proxy Statement. Mr. Schaefer, who was included in the list, retired from the Company's Board of Directors last year.

Except as supplemented and amended above, the Proxy Statement is unchanged. This Supplement is being mailed to the Company's shareholders entitled to vote at the meeting to be held on April 25, 2006.

The date of this Supplement is April 7, 2006.